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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : TODD WATSON, ATTORNEY AT LAW
Account Number : I19990000260
Phone : (904)739-9747
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FLORIDA PROFIT/NON PROFIT CORPORATION

Gio Holdings, Inc.

| | |
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GIO HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is GIO Holdings, Inc. The location of the principal place of business and mailing address is 12276-427 San Jose Boulevard, Jacksonville FL 32223.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with

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the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Giorgio Azzalin

12276-427 San Jose Boulevard
Jacksonville, FL 32223

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the Incorporator is as follows:

Todd Watson, Attorney at Law

7785 Baymeadows Way, Suite 107
Jacksonville, Florida 32256

ARTICLE 8.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


ARTICLE 9.0 INDEMNIFICATION

Unless expressly prohibited by Florida law, the Corporation shall indemnify and hold harmless any directors from and against any and all claims and demands against such person whatsoever which relate in any manner to or arise from the activities of the Corporation or assets owned by the Corporation.

EXECUTION

Under penalties of perjury, the undersigned, Todd Watson, Attorney at Law, having been duly authorized, declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

DATED this 28th day of February, 2007.



Todd Watson, Attorney at Law, Incorporator

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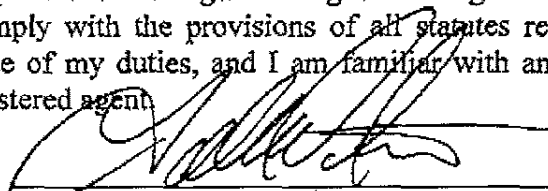
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**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Todd Watson, Attorney at Law, Registered Agent

Date: February 28, 2007